



**Illinois
Central
Gulf**

An **IC Industries** Company

RECORDATION NO. *2456-B* Filed 1425

OCT 10 1979 - 1 PM

John B. Goodrich
Secretary and Treasurer

INTERSTATE COMMERCE COMMISSION

Illinois Central
Gulf Railroad
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

SEP 28 1979 *130*

NO. *10.00*
Date **OCT 10 1979**
Fee \$ *10.00*

ICC Washington, D. C.

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

Re: Gulf, Mobile and Ohio Railroad Company Conditional Sale
Agreement dated as of January 1, 1972. Recorded on January 6,
1972, No. 6456.

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission
is a Supplement dated as of September 7, 1979, to the above Agreement,
which was recorded as shown above. Illinois Central Gulf Railroad Company
is the successor in interest to both Gulf, Mobile and Ohio Railroad
Company and Illinois Central Railroad Company.

Also enclosed is a check for \$10.00 payable to the Interstate
Commerce Commission to cover the recording fee.

The parties to this transaction are:

Trustee-Lessor or Vendor's Assignee:	Hibernia National Bank in New Orleans New Orleans, Louisiana 70161
Lessee or Purchaser:	Illinois Central Gulf Railroad Company 233 North Michigan Avenue Chicago, Illinois 60601

The equipment covered by the Supplement is new 100-ton Covered
Hopper Cars bearing identification numbers ICG 767114-767120, both inclusive.

Upon completion of the recording, please deliver to the bearer of
this letter all counterparts not required for retention in your files.

Very truly yours,

J B Goodrich
John B. Goodrich

Country Club
cc: Mr. W. H. Sanders

Interstate Commerce Commission
Washington, D.C. 20423

10/10/79

OFFICE OF THE SECRETARY

John B. Goodrich

Illinois Central Gulf RR. Co.
233 North Michigan Avenue
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/79 at 1:35pm , and assigned recordation number(s). 6411-B, 6456-B & 6844-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

OCT 10 1979-1 35 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT dated as of September 7, 1979, between HIBERNIA NATIONAL BANK IN NEW ORLEANS, a national banking association duly organized and existing under the laws of the United States of America, as Assignee (hereinafter called Assignee) and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor in interest to GULF, MOBILE AND OHIO RAILROAD COMPANY), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Railroad), supplementing a Conditional Sale Agreement dated as of January 1, 1972, between Southern Iron and Equipment Company and Gulf, Mobile and Ohio Railroad Company (the "Agreement") and an Agreement and Assignment dated as of January 1, 1972, between Southern Iron and Equipment Company and Hibernia National Bank in New Orleans (the "Assignment").

WHEREAS, since the date of the above Conditional Sale Agreement, the equipment described on Schedule A attached hereto has become worn out, lost, destroyed, irreparably damaged or otherwise rendered permanently unfit for use; and

WHEREAS, pursuant to Article 8 of the Agreement, the Railroad has from time to time paid to the Assignee the casualty value of each unit of said equipment; and

WHEREAS, in consideration of the payment by the Railroad to the Assignee of the casualty value of each unit of said equipment, the Assignee has released from the terms and conditions of the Agreement the units of equipment hereinabove described; and

WHEREAS, the Assignee as of September 7, 1979, had on hand funds accumulated from said payments in the total amount of \$262,950.00; and

WHEREAS, the Railroad desires to purchase substitute equipment for the purpose of replacing the equipment which has become worn out or otherwise rendered permanently unfit for use and desires to have said funds applied to such purchase;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein and in the Agreement contained, the parties hereto agree as follows:

The Assignee shall release funds in the amount of \$262,950 pursuant to Article 8 of the Agreement and there shall be included as part of the equipment under and subject to all the terms and conditions of said Agreement and said Assignment between said parties, in all respects as though it had been part of the equipment therein specifically described, the following units of substitute equipment:

Seven 100-ton Covered Hopper Cars
Numbered ICG 767114 through and including 767120

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

HIBERNIA NATIONAL BANK IN NEW ORLEANS,
AS ASSIGNEE AFORESAID

By

E. Allen Grant

Vice President

(SEAL)

ATTEST:

Frances S. Hoffmann

ILLINOIS CENTRAL GULF RAILROAD COMPANY
(Successor in interest to GULF, MOBILE
AND OHIO RAILROAD COMPANY)

By

J. W. Dondy

Treasurer

(SEAL)

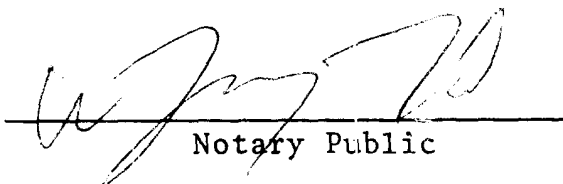
ATTEST:

R. E. Chase
Asst. Secretary

STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

On this 28th day of September, 1979, before me personally appeared C. Keith Martin, to me personally known, who, being by me duly sworn, says that he is Asst Vice President of Hibernia National Bank in New Orleans, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires at death

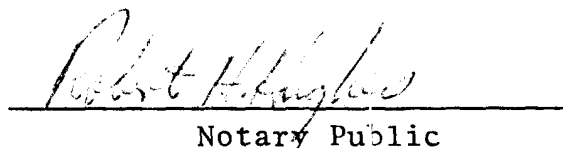

Notary Public

(SEAL)

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 7th day of September, 1979, before me personally appeared JOHN B. GOODRICH, to me personally known, who being by me duly sworn, says that he is Treasurer of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires November 23, 1980.


Notary Public

(SEAL)

GULF MOBILE & OHIO CONDITIONAL SALES AGREEMENT

DATED AS OF JANUARY 1, 1972

CARS TO BE DELETED FROM AGREEMENT

SCHEDULE "A"

50-Ton 40' Boxcars	
<u>Car Number</u>	<u>Car Number</u>
427759	427834
427760	427838
427773	427843
427779	427845
427780	427849
427781	427852
427782	427858
427789	427859
427795	427868
427808	427882
427816	427886
427818	427896
427821	427774
427828	427775
427830	427806

TOTAL 30